

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

IN RE:	)	Chapter 11
	)	
W. R. GRACE & CO., et al.,	)	Case No. 01-1139 (JKF)
	)	
Debtors.	)	(Jointly-Administered)
	)	

**ORDER OF COURT PURSUANT TO SECTIONS 1103(a) AND 328(a)  
OF THE BANKRUPTCY CODE AND FED. R. BANKR. P. 2014 AND 2016  
AUTHORIZING THE RETENTION AND EMPLOYMENT OF W. D. HILTON, JR. AS A  
CONSULTANT TO THE OFFICIAL COMMITTEE OF ASBESTOS  
PROPERTY DAMAGE CLAIMANTS, NUNC PRO TUNC TO MAY 2, 2001**

AND NOW this 20 day of Feb, 2002, upon consideration of the Application

for Order Pursuant To Sections 1103(a) and 328(a) of the Bankruptcy  
Code and Fed. R. Bankr. P. 2014 and 2016 Authorizing The Retention and Employment of W. D.  
Hilton, Jr. (hereinafter "Hilton") as a Consultant to the Official Committee of Asbestos Property  
Damage Claimants, Nunc Pro Tunc to May 2, 2001 ( the "Application") and upon the Affidavit of  
W.D. Hilton, Jr. (the "Affidavit"), and the Court being satisfied, based on the representations made in  
the Application and the Affidavit that Hilton represents no interest adverse to the Debtors' estate with  
respect to the matters upon which Hilton is to be engaged, that Hilton is a "disinterested person" as that  
term is defined under §101(14) of Title 11 of the United States Code (the "Bankruptcy Code"), and  
that the employment of Hilton is necessary and would be in the best interest of the Debtors, their  
creditors and the Debtors' estate, and after due deliberation and sufficient cause appearing therefor, it  
is:

ORDERED, that the Application is granted; and it is further

ORDERED, that the Committee is authorized to employ and retain Hilton as an asbestos-

related property damage consultant, nunc pro tunc to May 2, 2001, and it is further

ORDERED, that Hilton shall be compensated in accordance with the terms stated herein, subject to the procedures set forth in the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the District of Delaware and the Orders of this Court.

The court will NOT approve compensation to two consulting firms for the same services. Counsel to the Property Damage Committee shall certify to the court as to each monthly application for fees that he has personally reviewed the applications and either (1) identify each entry of duplicative services or (2) state that there are no duplicative services.

Mr. Tacconelli shall serve this order upon all parties in interest and file proof of service within one week hereof.

Dated: February 20, 2002  
Wilmington, Delaware

*Judith K. Fitzgerald*

---

UNITED STATES BANKRUPTCY COURT JUDGE

cc: Theodore J. Tacconelli, Esq.